



**AMENDED AND RESTATED BY-LAWS OF STATEWIDE AMATEUR  
HOCKEY OF FLORIDA, INC.**

**ARTICLE I**

**NAME, AFFILIATION, AUTHORITY & EFFECTUATING CLAUSE**

SECTION 1. NAME - The name of this corporation shall be "Statewide Amateur Hockey of Florida, Inc." (hereinafter referred to as "SAHOF"). SAHOF shall govern all USA Hockey amateur hockey in the State of Florida, youth through adults.

SECTION 2. AFFILIATION - SAHOF shall be the USA Hockey sanctioned "Affiliate Association" governing the geographical area for the State of Florida.

SECTION 3. GRANT OF AUTHORITY - SAHOF has been formed as the governing body for amateur ice hockey in the State of Florida pursuant to a grant of authority from USA Hockey.

**ARTICLE II**

**OFFICES**

The principal office of SAHOF shall be in the State of Florida. SAHOF may have such other offices, either within or without the State of Florida, as the business of the corporation may require from time to time.

The registered office of SAHOF required by the State of Florida to be maintained in the State of Florida may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III**

**PURPOSES**

SECTION 1. To register all members becoming participants of SAHOF and USA Hockey such that all such registered members are "Registered Members" in good standing with USA Hockey.

SECTION 2. To conduct the affairs of SAHOF in accord with and expressly adopting herein as a part here of the USA Hockey Additional Principles" set forth in the "Affiliate Agreement" between SAHOF and USA Hockey, as By-Laws and official Policy. This By-Law shall be deemed amended automatically as may be stated in any amended or renewed "Affiliate Agreement" between SAHOF and USA Hockey or as may be required in

writing by USA Hockey to continue such grant of exclusive jurisdiction in full force and effect and in perpetuity.

SECTION 3. To encourage and improve the standards and conduct of ice hockey in the State of Florida. To encourage, assist and administer hockey in the development and growth of community and regional leagues, associations, programs and teams so that the sport is made available to more people in all levels of competition at the lowest possible cost.

SECTION 4. To develop and encourage sportsmanship and playing proficiency by all players and persons involved in the sport of ice hockey in the State of Florida.

SECTION 5. To affiliate with USA Hockey and encourage registration of all members not currently registered with SAHOF at all levels of play with USA Hockey.

SECTION 6. To conduct ice hockey tournaments and to sanction teams to enter and participate in said tournaments.

SECTION 7. To communicate and cooperate with USA Hockey, other State and Officials Associations so as to improve and promote the sport of ice hockey both within and without the State of Florida.

SECTION 8. To do any and all acts necessary or desirable in the furtherance of the foregoing purposes and the sport of ice hockey.

## **ARTICLE IV**

### **MEMBERS**

SECTION 1. ANNUAL MEETING - The Annual Meeting of the members and Member Associations shall be held each year, prior to the USA Hockey Annual Meeting, if possible, but in no event later than July 30th, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2. MEMBERSHIP - The members of SAHOF shall comprise all the amateur hockey associations, and its registered players, as defined in the By-Laws and Rules and Regulations, being headquartered in the State of Florida and such other teams as may be designated to be under the jurisdiction of SAHOF as the sanctioned affiliate of USA Hockey and duly registered with SAHOF.

A. The Board of Directors reserves the right to refuse any membership application at its discretion, for failure to provide the Board with the following: team, association or league organizational documents or other documentation required by these By-Laws or Rules and Regulations. In the event the aforementioned documents do not comply with the By-Laws, Rules and Regulations, Operating Procedures, Playing Rules or decisions of the Board of Directors of SAHOF or USA Hockey, membership may be denied.

B. An annual registration fee shall be established by the Board of Directors for the members of SAHOF as well as Member Associations. The Board of Directors shall establish the fee amounts and due dates annually (by August 1<sup>st</sup>) which shall be no less than \$100.00 for Member Associations. Failure to pay the annual registration fee when established as due and payable by the Board of Directions shall subject the SAHOF Member Association to suspension if not paid within 30 days and automatic loss of SAHOF Member Association standing for fees unpaid for a period of 90 days after the due date. The Registrar for SAHOF shall not provide any team registration support or software to any Association that is not a registered member.

C. The discovery of any violation of the By-Laws, Rules and Regulations, or decisions of the Board of Directors of SAHOF or USA Hockey, or comparable documents by a SAHOF Affiliate or a Member Association or a registered player of SAHOF, shall subject the offender to suspension by either the Suspension Committee or Rules and Ethics Committee, as the case may be. However, before any such action may be taken, the hearing procedures of such committees must be followed as established by the Board of Directors.

SECTION 3. SPECIAL MEETINGS - Special meetings of the Member Associations may be called by the President, or a majority of the Board of Directors.

SECTION 4. PLACE OF MEETINGS - The President or Board of Directors may designate any place within the State of Florida as the place of meeting for any Annual Meeting or for any Special Meeting.

SECTION 5. NOTICE OF MEETINGS - Written email notification and posting on the SAHOF website shall constitute proper notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven days before the date of the meeting to each Member Association entitled to vote at such meeting. If emailed, such notice shall be deemed to be delivered when sent to the email address provided by the Member Association at its email address as it appears on the records of SAHOF.

SECTION 6. QUORUM - Forty (40%) percent of the total membership vote as represented by the Member Associations eligible to vote shall constitute a quorum at any meeting of Member Associations, provided, that if less than forty (40%) percent of the voting membership are represented at said meeting, a majority of the Member Associations so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the voting Member Associations represented at the meeting shall be the act of the members.

SECTION 7. VOTING RIGHTS - Each Member Association shall be entitled to vote the number of its registered members upon at any election of the Board of Directors at the Annual Meeting. The votes may be split among the candidates presented as the Member Association sees fit. The Member Associations vote shall be cast by either the President or Registrar of the Member Association listed on the Official SAHOF Registration Form, unless another representative has been designated, in writing, by the member association, provided, however, such designee must be associated or affiliated with the same association. A Member Association may also vote by proxy by submitting the SAHOF proxy form to any SAHOF Board Member prior to the Annual Meeting. All other voting shall be done by the Board of Directors unless the Board of Directors determines that a matter shall be placed to a Member Association vote or as directed in these By-Laws.

SECTION 8. VOTING DISPUTES - At any meeting of the members, any question or dispute relating to the validity or result of any vote shall be submitted to the incumbent Board of Directors for a determination and the decision of the majority of the Board present, provided a quorum of the Board is present, shall be binding on all parties.

SECTION 9. VOTING - Voting on any question or in any election shall be via voice. All votes shall be a matter of public record. Each Member Association shall receive one (1) vote for each registered player associated with the Member Association for the year ending as of April 1<sup>st</sup>.

SECTION 10. JURISDICTION - SAHOF shall have complete jurisdiction over all USA Hockey amateur hockey in the State of Florida and as such may, in the discretion of the Board of Directors, sanction all leagues and tournament play in the State, in conformance with guidelines of USA Hockey. Such jurisdiction is as defined in the USA Hockey Affiliate Agreement, attached hereto as Exhibit A, as may be amended or renewed from time to time. The Board of Directors of SAHOF shall promulgate general policies under a set of Operating Procedures and/or Rules and Regulations to designate how corporate policies shall be followed.

The term "amateur hockey" as referred to in these By-Laws shall hereinafter be understood to mean any and all phases of the game of ice hockey, including but not restricted to games, tournaments and those groups and individuals who compose the members of SAHOF.

## **ARTICLE V**

### **DIRECTORS**

**SECTION 1. GENERAL POWERS** - The business and affairs of SAHOF shall be managed by the Board of Directors.

**SECTION 2. SPECIFIC POWERS** - The Board of Directors shall determine what is in the best interests of amateur ice hockey and shall have the authority to develop implement and enforce rules, policies, procedures, incentives and penalties that advance those interests. Furthermore, the SAHOF Board of Directors shall have the authority to name, at its discretion, one or more President Emeritus or Director Emeritus in recognition of outstanding service to this Association. Emeritus shall continue to be non-voting members of this Board of Directors and eligible for all committee appointments by the President.

**SECTION 3. NUMBER, TENURE AND QUALIFICATIONS** - The number of elected Directors shall be 15. At each Annual Meeting, five Directors shall be elected annually pursuant to Article IV, Section 7, hereof. Each Director elected shall hold office for a term of three years. In the event of a vacancy by death, resignation, or removal, the President of SAHOF shall appoint a Director to fill such un-expired term, subject to confirmation and approval of the Board of Directors.

In addition to the 15 elected Directors, the Board shall include the immediate past president of SAHOF (as a non-voting member of the Board), plus two (2) at large Directors appointed annually to serve one year terms, to be designated by the President and approved and confirmed by the Board of Directors. The President may also appoint as many non-voting members to the Board as the President deems necessary.

**SECTION 4. REGULAR MEETINGS** - A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the Annual Meeting of the members. The president or a majority of the Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

**SECTION 5. SPECIAL MEETINGS** - Special meetings of the Board of Directors may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

**SECTION 6. NOTICE** - Notice of any special meeting shall be given by written notice delivered personally or mailed to each Director at his business or home address, by telegram, email or by telephone. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

**SECTION 7. QUORUM** - A majority of the number of Directors fixed by these By-Laws constitutes a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 8. MANNER OF ACTING** - The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION 9. OTHER DUTIES** - The Board of Directors shall hear and rule on appeals from any of the corporation committees, and shall resolve any and all disputes within the corporation.

**SECTION 10. REMOVAL OF DIRECTOR** - Any member of the Board of Directors may be removed by twelve (12) votes of the Board of Directors whenever, in the judgment of the said Directors, the best interests of SAHOF would be served thereby. A motion for removal must be made at a duly constituted meeting of the Board of Directors. The motion may be voted on when the motion is made in person or by absentee ballot. All votes will be on the record and the reasons for removal will be reduced to writing and provided to the Director.

## **ARTICLE VI**

### **OFFICERS**

**SECTION 1. NUMBER** - The officers of SAHOF shall be a President, two Vice-Presidents, a Treasurer, and a Secretary and such other officers as may be elected or appointed by the Board of Directors.

**SECTION 2. ELECTION AND TERM OF OFFICE** - The officers of SAHOF shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

**SECTION 3. REMOVAL** - Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors whenever in its best judgment, the best interests of SAHOF would be served thereby

**SECTION 4. PRESIDENT** - The President shall be the chief executive officer of SAHOF and shall in general supervise and control all of the business and affairs of SAHOF. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall serve as ex-officio member on all committees. He/she may sign, with the Secretary or any other proper officer of SAHOF thereunto authorized by the Board of Directors, any bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of SAHOF, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, the President or his/her designees(s) shall represent SAHOF and its members in meetings with other ice hockey associations, S.E. District and USA Hockey.

**SECTION 5. THE VICE-PRESIDENTS** - In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and in general perform all the duties incident to the Office(s) of the Vice-President and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

**SECTION 6. THE TREASURER** - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for funds and securities of SAHOF; receive and give receipts for moneys due and payable to SAHOF from any source whatsoever, and deposit all such moneys in the name of SAHOF in such banks, trust companies and other insured depositories as shall be

selected in accordance with these By-Laws; (b) in general perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

**SECTION 7. THE SECRETARY** - The Secretary shall: (a) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of SAHOF and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post-office address of each member; (e) in general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned him/her by the President or the Board of Directors.

**SECTION 8. THE REGISTRAR** - The Registrar shall be Chairman of the Registration Committee and shall: (a) be responsible for the registration of teams, players, coaches and managers, as directed by these By-Laws and the SAHOF rules and Regulations, ( b) keep records of all registration and membership, (c) "certify" eligible voting members, (d) "certify" those registered member teams eligible for State Tournaments, (e) implement procedures to coordinate registration activities with S.E. District and USA Hockey, (f) in general perform all duties incident to the Office of the Registrar and such other duties as from time to time may be assigned him/her by the President of the Board of Directors. Nothing in this By-Law shall relieve any member or its agent, association, team, player, parent or guardian of their responsibility to submit a roster that is true and correct and complies with USA Hockey requirements, and all of the SAHOF By-Laws and the Rules and Regulations.

**SECTION 9. SAHOF SUPERVISOR OF OFFICIALS** - The SAHOF Supervisor of Officials shall be appointed by the Southeastern District Referee-in-Chief as determined by USA Hockey.

The SAHOF Supervisor of Officials shall:

1. Be responsible for implementing those policies established by the Board of Directors to register, control, evaluate and establish standards of conduct for all officials within the jurisdiction of SAHOF.
2. Act as liaison between SAHOF and the USA Hockey Southeastern District Referee-in-Chief.
3. Act as liaison between SAHOF and its designated officials association.
4. Act as liaison between SAHOF and member amateur hockey programs and/or organizations in matters of officials and/or rule interpretations.
5. Disseminate all rule interpretations received from S.E. District, USA Hockey and SAHOF.
6. Coordinate with the Tournament Committee and be responsible to assign qualified officials to all SAHOF sponsored games.
7. Perform such other duties as may from time to time be assigned by the President or the Board of Directors.

## ARTICLE VII

### COMMITTEES

**SECTION 1. STANDING COMMITTEES** - The President shall designate and appoint the membership to the Tournament, Disciplinary, Nominating, Youth, , High School, Executive, Adult Development, Girls' & Women's and Player Development Committees and such other committees deemed necessary or appropriate to the efficient conduct of SAHOF's affairs, provided, however, that the Chairman of the eleven standing committees names above must be members of the Board of Directors of SAHOF.

**A. TOURNAMENT COMMITTEE** - The Board of Directors and the SAHOF State Tournament Committees shall have the sole authority to conduct all State Tournaments.

**B. DISCIPLINARY COMMITTEE** - The Disciplinary Committee shall consist of a northern and southern division which will have original jurisdiction for hearing and rulings on complaints in their geographical area (or incidents that come to the attention of the committee) for infractions of the SAHOF By-Laws and Rules and Regulations or conduct not in the best interest of amateur hockey which arise out of competitive play whether on or off the ice and suspending any member organizations, teams or individuals for such infraction in accordance with procedures established by the Board of Directors. The committee shall consist of either the northern or southern committee chair and a minimum of two (2) additional persons who are reasonably disinterested and impartial. The duration of any suspension will be determined by the appropriate committee. During regular season play, a majority of the members of the committee shall constitute a quorum for the purpose of making a determination and a vote of the majority of the members of the committee present in accordance with the procedures established by the Board of Directors shall be required for a suspension. Decisions of the committee shall be final unless a notice of appeal therefore is filed as herein provided. Any person, team, organization affected by the decision of the committee may appeal such decision in accordance with the By-Laws, Rules and Regulations of SAHOF by filing a written notice of appeal to the President of SAHOF within ten days after the date the decision appealed from has been rendered, which appeal shall be acted upon by the Board of Directors whose decisions shall be final.

**C. NOMINATING COMMITTEE** - The Nominating Committee shall include at least two members of the Board of Directors whose seats are not up for reelection and the duties shall consist of presenting a slate of candidates for election to the Board of Directors. The nominations must be published at least 14 days before the Annual Meeting. If any voting member desires to submit a slate of candidates for election to the Board of Directors in addition to those published by the Nominating Committee, said voting member must do so in writing to the President thirty (30) days prior to the Annual Meeting. No nominations shall be accepted from the floor during the Annual Meeting.

**D. YOUTH COMMITTEE** - The Committee shall be responsible to: (a) develop hockey programs in the SAHOF youth levels (pre-mite through midgets), (b) provide coaching clinics for house leagues and travel teams (pre-mite through High School and Juniors) and maintain a list of approved coaches at all levels of play, (c) provide program consultation to all member associations, (d) develop a code of ethics to be followed by all coaches at all levels of play, (e) coordinate any and all activity designed to develop amateur hockey at the pre-mite through midget level.

**E. HIGH SCHOOL COMMITTEE** - The committee shall be responsible to: (a) develop hockey programs for High School age Players in the State of Florida, (b) provide members and players with information vital to college hockey programs and entrance requirements, (c) coordinate the SAHOF High School Division state championship tournaments, and to (d) establish a SAHOF High School Board of Governors composed of at least 5 members. . The committee shall also be responsible for the organization and administration of the "American Showcase" program including the selection of players for participation on the various teams for the American Showcase.

F. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of all the elected officers and certain chairs and co-chairs of the standing committees as appointed by the President. The Executive Committee may engage the services of an Executive Director who shall be responsible for the day to day operation of the Corporation and be empowered to make all decisions necessary to carrying out that task. The Executive Director may engage the services of outside vendors to assist with various responsibilities as well, including, but not limited to: (1) administering leagues run by SAHOF; (2) administering grant programs, (3) administering financial and accounting needs of SAHOF, and (4) administering the State Championships, if any. The Executive Director (if engaged) is answerable for all his/her decisions to the President and Executive Committee. In accordance with procedures established by the Board of Directors, the Executive Committee shall have authority to suspend, place on probation, or impose other disciplinary sanctions against any person, team or organization determined to have violated the By-Laws or Rules and Regulations of SAHOF or for conduct deemed by the Committee to not be in the best interests of amateur hockey, the purpose and intent of the By-Laws or Rules and Regulations of SAHOF. Decisions of the Executive Committee shall be final unless a notice of appeal is filed. Any person, team, or organization affected by a decision of the Executive Committee may appeal such decision in accordance with these By-Laws and Rules and Regulations of SAHOF by filing a written notice of appeal, with the President of SAHOF within 10 days after the date that the decision appealed from has been rendered, which appeal shall be acted upon by the Board of Directors.

G. ADULT DEVELOPMENT COMMITTEE - The committee shall be responsible to: (a) develop hockey programs for Adult age players at the house league and all-star level, (b) coordinate all activities relating to S.E. District, or USA Hockey (c) to coordinate and provide SAHOF Senior Championship tournaments.

H. GIRLS' & WOMEN'S COMMITTEE - The committee shall be responsible to: (a) develop hockey programs in the SAHOF youth levels (pre-mite through midgets) for girls' teams and for women's Adult teams, (b) provide program consultation to all girls' and women's member associations, (c) coordinate any and all activity designed to develop amateur hockey for girls and women's teams at all levels of play (pre-mite through midget,

I. PLAYER DEVELOPMENT - The committee shall work to prepare and develop the youth players within the state for possible selection for and participation in the Southeast Development program and any other developmental programs that it deems worthwhile and appropriate.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. CONTRACTS - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of SAHOF, and such a authority may be general or confined to specific instances.

SECTION 2. LOANS - No loans shall be contracted on behalf of SAHOF and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. - All checks, drafts or other orders for the payment of money , notes or other evidences of indebtedness issued in the name of SAHOF, shall be signed by such officer or officers, agent or agents of SAHOF and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS - All funds of SAHOF not otherwise employed shall be deposited from time to time to the credit of SAHOF in such banks, trust companies or other insured depositories as the Board of Directors may select.

SECTION 5. ANNUAL INDEPENDENT FINANCIAL REVIEW - At such time at the annual budget shall exceed \$25,000 per year, an independent financial review will be conducted at the conclusion of each fiscal year, and will be available for inspection by member organizations. In any event, the Treasurer shall prepare an annual report for inspection by the member organizations which shall be made available to them upon a 10 day written request.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of SAHOF shall begin on the first day of June in each year and end on the last day of May in each year.

## **ARTICLE X**

### **SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida".

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the Article of Incorporation or under the provisions of the General Nonprofit Corporation Act of the State of Florida, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **DISPUTE RESOLUTION PROCEDURE/HEARINGS/FINANCIAL OBLIGATIONS**

SECTION 1. DISPUTE RESOLUTION PROCEDURE - USA Hockey has established a "Dispute Resolution Procedure", currently set forth in USA Hockey By-Law 10, paragraph F, entitled "Arbitration". SAHOF hereby adopts such By-Law herein, as may be amended from time to time. It is the purpose of such administrative procedure to provide a full and complete substitute for any court proceeding for matters governed by the USA Hockey Dispute Resolution Procedure. NOTICE IS HEREBY GIVEN that failure to follow and abide by said Dispute Resolution Procedure shall subject a party, and any person or entity participating with or aiding such party to liability for costs and attorneys fees, the value of volunteer time and immediate suspension and/or disqualification from membership in USA Hockey or any of its Affiliate Associations. NOTICE IS HEREBY GIVEN TO REVIEW THE USA HOCKEY ANNUAL GUIDE FOR THE SPECIFIC DETAILS OF THE DISPUTE RESOLUTION PROCEDURE IN EFFECT FROM TIME TO TIME.

SECTION 2. HEARINGS - Hearings on matters arising pursuant to the Dispute Resolution Procedure or these By-Laws shall be conducted in accord with the minimal standards set forth in the USA Hockey Annual Guide, as in effect from time to time. Specific procedures shall be established as necessary by the Board of Directors and set forth in the Operating Procedures of SAHOF.

SECTION 3. FINANCIAL OBLIGATIONS - The Board of Directors shall have the authority to establish Operating Procedures governing player movement from his/her team or association affiliation as a result of financial obligations incurred.

## **ARTICLE XIII**

### **IRS 501 (c) (3) EXEMPT STATUS & SAHOF DISTRIBUTION OF ASSETS**

The assets of SAHOF are permanently dedicated to exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). SAHOF shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation.

In the event that SAHOF is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of SAHOF or make adequate provisions therefore and distribute all remaining assets of SAHOF to an organization or organizations engaged in activities substantially similar to those of SAHOF and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).

## **ARTICLE XIV**

### **AMENDMENTS**

The By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of SAHOF by a two-thirds vote of all of the voting members who are represented at the meeting, provided each proposed amendment must first be submitted to the President, who, with the rest of the Board of Directors shall, before presentation for consideration by the membership, decide whether or not to recommend its adoption at the next annual or special meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been submitted by a Member Association to the President at least 30 days prior to such a meeting or published by the Board of Directors at least 14 days prior to such a meeting. Any amendment submitted by a Member association in accordance with this By-Law shall be published by the Board of Directors at least 14 days prior to such a meeting.

## **ARTICLE XV**

### **AGREEMENTS WITH USA HOCKEY**

The following By-Law provisions are granted by the Statewide Amateur Hockey of Florida, Inc. to USA Hockey, in consideration of the grant of exclusive jurisdiction within the State of Florida. This By-Law shall be deemed amended automatic as may be stated in any amended or renewed "affiliate Agreement" between SAHOF and/or USA Hockey or as may be required in writing by USA Hockey to continue such grant of exclusive jurisdiction in full force and effect and in perpetuity.

A. USA HOCKEY PREEMINENCE - The Statewide Amateur Hockey of Florida, Inc. (SAHOF) an affiliate of USA Hockey, shall abide by and act in accord with the Articles of Incorporation, By Laws, Rules and Regulations of USA Hockey, and decisions of the Board of Directors of USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Statewide Amateur Hockey of Florida, Inc. Further, the Statewide Amateur Hockey of Florida Inc., (i) shall assist USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decision of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction, and (ii) agrees to be guided by the following core values of USA Hockey.

SPORTSMANSHIP - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

RESPECT FOR THE INDIVIDUAL - Treat all others as you expect to be treated.

INTEGRITY - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

PURSUIT OF EXCELLENCE AT THE INDIVIDUAL TEAM AND ORGANIZATIONAL LEVEL - Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

ENJOYMENT - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

LOYALTY - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

TEAMWORK - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

B. INDEMNITY - The Statewide Amateur Hockey of Florida, Inc., as an affiliate of USA Hockey, shall indemnify and hold harmless USA Hockey, their respective Board of Directors and each member thereof, the Executive committees of USA Hockey, and each member thereof, the councils and committees of USA Hockey and members thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of Statewide Amateur Hockey of Florida, Inc., except to the extent (i) that USA Hockey or its aforementioned representatives caused such claims, liability, judgments costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, the Statewide Amateur Hockey of Florida, Inc., understands and acknowledges that USA Hockey and its aforementioned representatives have a assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this By-Law.

USA Hockey shall reasonably cooperate with SAHOF in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon any reasonable request; provided, however that such cooperation shall not require USA Hockey to incur any out of pocket expenses not reimbursed by SAHOF.

The foregoing By-Laws of the Statewide Amateur Hockey of Florida, Inc., were adopted and approved by the membership thereof, on June 29, 1996, amended on May 17, 1997, August 16, 1999, July 8, 2000, 2006 annual meeting, and amended on May 11, 2013, notice being duly given and a quorum being present. The President and Secretary of SAHOF hereby certify the foregoing as of the dates below written:

STATEWIDE AMATEUR HOCKEY OF FLORIDA, INC.

By: *Bobby Burg*

Bobby Burg, President

By: *Linda Walsh*

Linda Walsh, Secretary

Dated: 5/11, 2013

Dated: 5/11, 2013